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**THE UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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New Jersey Carpenters Health Fund, New Jersey : Case No.: 08-CV-8781 (HB)
Carpenters Vacation Fund and Boilermaker :
Blacksmith National Pension Trust, *on Behalf of* : ECF CASE
Themselves and All Others Similarly Situated, :
Plaintiffs, :
v. :
Residential Capital, LLC, Residential Funding, LLC, :
Residential Accredited Loans, Inc., Bruce J. Paradis, :
Kenneth M. Duncan, Davee L. Olson, Ralph T. Flees, :
Lisa R. Lundsten, James G. Jones, David M. Bricker, :
James N. Young, Residential Funding Securities :
Corporation d/b/a GMAC RFC Securities, Goldman, :
Sachs & Co., RBS Securities, Inc. f/k/a/ Greenwich :
Capital Markets, Inc. d/b/a RBS Greenwich Capital, :
Deutsche Bank Securities, Inc., Citigroup Global :
Markets, Inc., Credit Suisse Securities (USA) LLC, :
Bank Of America Corporation *as successor-in-interest* :
to Merrill Lynch, Pierce, Fenner & Smith, Inc., UBS :
Securities, LLC, JPMorgan Chase, Inc., *as successor-* :
in-interest to Bear, Stearns & Co., Inc., and Morgan :
Stanley & Co., Inc., :
Defendants. :
-----x

DECLARATION OF ALFRED L. FATALE III

ALFRED L. FATALE III declares pursuant to 28 U.S.C. § 1746 that:

1. I am a member of the Bar of this Court and an associate of Fried, Frank, Harris, Shriver & Jacobson LLP, attorneys for defendants Goldman, Sachs & Co., Citigroup Global Markets, Inc., and UBS Securities, LLC. I submit this Declaration in support of Defendants' Consolidated Supplemental Memorandum in Further Support of Their Opposition to Plaintiffs' Motion for Class Certification in the RALI Action on behalf of defendants Goldman, Sachs & Co., Citigroup Global Markets, Inc., and UBS Securities, LLC, and on behalf of defendants Residential Capital, LLC, Residential Funding, LLC, Residential Accredited Loans, Inc., Bruce J. Paradis, Davee L. Olson, Kenneth M. Duncan, Ralph T. Flees, Lisa R. Lundsten, James G. Jones, David M. Bricker, James N. Young, and Residential Funding Securities Corporation d/b/a GMAC RFC Securities (the "RALI Defendants").

2. Attached as Exhibit 1 is a true and correct copy of the transcript from the December 22, 2010 hearing in the above-captioned action.

3. Attached as Exhibit 2 is a true and correct copy of excerpts from [REDACTED]

[REDACTED]
[REDACTED]
[REDACTED].

4. Attached as Exhibit 3 is a true and correct copy of excerpts from [REDACTED]

[REDACTED]
[REDACTED]
[REDACTED].

5. Attached as Exhibit 4 is a chart titled Representative Mortgage-Backed Securities Expertise of Purported Class Members.

6. Attached as Exhibit 5 is a true and correct copy of excerpts from [REDACTED].

7. Attached as Exhibit 6 is a true and correct copy of excerpts from [REDACTED].

8. Attached as Exhibit 7 is a true and correct copy of excerpts from [REDACTED].

9. Attached as Exhibit 8 is a true and correct copy of excerpts from [REDACTED].

10. Attached as Exhibit 9 is a true and correct copy of excerpts from [REDACTED].

11. Attached as Exhibit 10 is a true and correct copy of excerpts from [REDACTED].

12. Attached as Exhibit 11 is a true and correct copy of excerpts from [REDACTED].

13. Attached as Exhibit 12 is a true and correct copy of an excerpt from [REDACTED].

14. Attached as Exhibit 13 is a true and correct copy of excerpts from [REDACTED].

15. Attached as Exhibit 14 is a true and correct copy of an excerpt from [REDACTED].

16. Attached as Exhibit 15 is a true and correct copy of excerpts from [REDACTED].

17. Attached as Exhibit 16 is a true and correct copy of excerpts from [REDACTED]
[REDACTED]

18. Attached as Exhibit 17 is a true and correct copy of excerpts from [REDACTED]
[REDACTED]

19. Attached as Exhibit 18 is a true and correct copy of an excerpt from [REDACTED]
[REDACTED]

20. Attached as Exhibit 19 is a true and correct copy of excerpts from [REDACTED]
[REDACTED]

21. Attached as Exhibit 20 is a true and correct copy of excerpts from [REDACTED]
[REDACTED]

22. Attached as Exhibit 21 is a true and correct copy of excerpts from [REDACTED]
[REDACTED]
[REDACTED]

23. Attached as Exhibit 22 is a true and correct copy of excerpts from [REDACTED]
[REDACTED]

24. Attached as Exhibit 23 is a true and correct copy of excerpts from [REDACTED]
[REDACTED]

25. Attached as Exhibit 24 is a true and correct copy of excerpts from [REDACTED]
[REDACTED]

26. Attached as Exhibit 25 is a true and correct copy of an excerpt from [REDACTED]
[REDACTED]

27. Attached as Exhibit 26 is a true and correct copy of excerpts from [REDACTED]
[REDACTED]

28. Attached as Exhibit 27 is a true and correct copy of [REDACTED]
[REDACTED]
[REDACTED]

29. Attached as Exhibit 28 is a true and correct copy of excerpts from [REDACTED]
[REDACTED]

30. Attached as Exhibit 29 is a true and correct copy of excerpts from [REDACTED]
[REDACTED]

31. Attached as Exhibit 30 is a true and correct copy of excerpts from [REDACTED]
[REDACTED]

32. Attached as Exhibit 31 is a true and correct copy of excerpts from [REDACTED]
[REDACTED]

33. Attached as Exhibit 32 is a true and correct copy of excerpts from [REDACTED]
[REDACTED]

34. Attached as Exhibit 33 is a true and correct copy of excerpts from [REDACTED]
[REDACTED]

35. Attached as Exhibit 34 is a true and correct copy of excerpts from [REDACTED]
[REDACTED]

36. Attached as Exhibit 35 is a true and correct copy of an excerpt from [REDACTED]
[REDACTED]
[REDACTED]

37. Attached as Exhibit 36 is a true and correct copy of [REDACTED]
[REDACTED]

38. Attached as Exhibit 37 is a true and correct copy of excerpts from [REDACTED]
[REDACTED]

39. Attached as Exhibit 38 is a true and correct copy of excerpts from [REDACTED]
[REDACTED]

40. Attached as Exhibit 39 is a true and correct copy of excerpts from [REDACTED]
[REDACTED]

41. Attached as Exhibit 40 is a true and correct copy of [REDACTED]
[REDACTED]

42. Attached as Exhibit 41 is a true and correct copy of excerpts from [REDACTED]
[REDACTED]

43. Attached as Exhibit 42 is a true and correct copy of excerpts from [REDACTED]
[REDACTED]

44. Attached as Exhibit 43 is a true and correct copy of excerpts from [REDACTED]
[REDACTED]

45. Attached as Exhibit 44 is a true and correct copy of excerpts from [REDACTED]
[REDACTED]

46. Attached as Exhibit 45 is a true and correct copy of excerpts from [REDACTED]
[REDACTED]

47. Attached as Exhibit 46 is a true and correct copy of excerpts from [REDACTED]
[REDACTED]

48. Attached as Exhibit 47 is a true and correct copy of excerpts from [REDACTED]
[REDACTED]

49. Attached as Exhibit 48 is a true and correct copy of excerpts from [REDACTED]

50. Attached as Exhibit 49 is a true and correct copy of excerpts from [REDACTED]

51. Attached as Exhibit 50 is a true and correct copy of excerpts from [REDACTED]

I declare under penalty of perjury that the foregoing is true and correct.

Executed: January 3, 2011
New York, NY



Alfred L. Fatale III
alfred.fatale@friedfrank.com

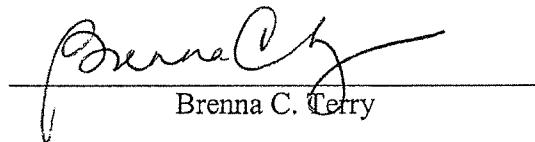
CERTIFICATE OF SERVICE

I certify under penalty of perjury pursuant to 28 U.S.C. § 1746 that on January 3, 2011, I caused to be served upon the following, by hand delivery, a true copy of the attached Declaration of Alfred L. Fatale III:

Christopher Lometti, Esq.
Cohen Milstein Sellers & Toll P.L.L.C.
88 Pine Street
14th Floor
New York, NY 10005

Attorneys for Plaintiffs

Dated: New York, New York
January 3, 2011



Brenna C. Terry